

## THE CONSTITUTION OF THE SEABIRD GROUP

Agreed at the Inaugural Meeting at New College, Oxford, 8<sup>th</sup> January 1966, last revised at the 56<sup>th</sup> Annual General Meeting, online, 12<sup>th</sup> November 2022.

1. **Terms of reference.** The Seabird Group is a body devoted to the promotion of study and conservation of seabirds. The Group aims to (1) increase the amount and quality of research on seabirds, particularly in Europe and its waters, (2) educate Group members and others of the importance of seabirds and their environment, and (3) advocate the conservation of seabirds.
2. **Membership.** Membership is open to all on payment of an annual subscription; the amount is to be approved at a General Meeting of the Group. Members are entitled to participate in all Group activities and to receive Newsletters and the Group's journal *Seabird* when published.
3. **Government.** The business of the Group will be conducted by an Executive Committee of twelve members, comprising the officers (Chair, Secretary, Treasurer, Membership Secretary, Editor of *Seabird*, Editor of the Newsletter, Website Officer) and five ordinary members including an Ordinary Member – Social Media Manager, an Ordinary Member – Newsletter Support & Social Media Support, an Ordinary Member – Early-Career Representative, an Ordinary Member – Equality, Diversity & Inclusion, and an Ordinary Member whose main duties will be decided by the Executive Committee on a term by term basis depending on the needs of the committee at the time. Based on the duties of the latter, the term for this role may span from one to four years, agreed by the Executive Committee prior to advertising the role. The officers and ordinary members shall be elected by the Annual General Meeting and shall normally serve for four-year terms. The Ordinary Member – Early-Career Representative shall be an early-career member elected by co-option and shall normally serve for a two-year term, but may be co-opted for a further one-year term twice. The Ordinary Member – Social Media Manager shall normally serve for a one-year term, but may be co-opted for a further one-year term up to three times.

Officers and ordinary members are not eligible for re-election to the Executive Committee until the Annual General Meeting following that at which their term of office expires, except for the Treasurer, both Editors, and the Website Officer who may be eligible for immediate re-election to a maximum of two full terms (eight years) in their named posts. Ordinary members are eligible during, or at the end of their term of office, for election as officers of the Group but they shall not normally serve on the Executive Committee for more than a total of eight consecutive years. In exceptional circumstances, e.g. when many of the Executive Committee reach the end of their terms of membership together, some officers or ordinary members may be proposed for re-election by the Annual General Meeting for a single one-year term. Should any vacancies occur during the year the Executive Committee may fill them by co-option. Co-opted members shall serve until the next Annual General Meeting. Other Group members may be invited to attend Executive Committee meetings by the Chair but shall not be entitled to vote.

All Executive Committee members are Trustees of the Seabird Group, a registered charity. As such they share legal responsibility for governing the Seabird Group and directing how it is managed. They are legally obliged to comply with the Seabird Group's governing

document (the constitution) and with the law, act in the Seabird Group's best interests, manage the Seabird Group's resources responsibly, act with reasonable care and skill, and ensure the Seabird Group is accountable.

4. **Decisions.** Decisions relating to the business of the Group should be taken by a majority vote of all members of the Executive Committee. This can either be at a Committee Meeting (including meetings by teleconference), or through electronic mail correspondence. Preferably all members of the Executive Committee will vote on decisions, but the quorum will be six.
5. **Resolution of disputes.** Decisions may be taken by a majority vote of all the members of the Executive Committee participating in a formal meeting, but in the event of a disagreement any member of the Executive Committee shall have the right to demand postponement of the decision for fourteen days, and then an electronic mail vote of all members of the Executive Committee shall be taken, whereupon a majority decision is binding.
6. **Organisation.** It shall be the duty of the officers and the Executive Committee to organise the activities of the Group. Wherever convenient, such activities can be carried out in co-operation with other groups or organisations. The Executive Committee shall approve any proposed activity of the Group, ensuring that any activity carried out in the name of the Group is properly planned and carried out with adequate resources and support. The Executive Committee shall ensure that the results of any activities are used effectively and where possible published.
7. **Annual General Meeting.** An Annual General Meeting of the Members of the Group will be held at some convenient place, or on an online videoconferencing platform, preferably during the winter months and preferably during the course of a large, relevant conference. Twelve shall form the quorum. The Executive Committee shall report on progress during the previous calendar year and present a summary of accounts. Elections shall be made to fill vacancies on the Executive Committee. The Secretary shall make every effort to advertise the Annual General Meeting to all paid-up Members of the Group at least six weeks in advance, which shall include nominations to the Executive Committee and a provisional agenda. Any Member wishing to make additional nominations or to have other competent business placed on the agenda shall send by electronic mail notification to reach the Secretary not later than one week before the meeting.
8. **Additional General Meetings.** Additional General Meetings may be called by the Executive Committee, or on the electronic mail request of not less than twelve members of the Group to the Secretary, to discuss urgent business. The Secretary shall convene the Meeting as soon as is practicable with at least two weeks' notice to the Membership. At such Meetings the quorum shall be twenty-five members.
9. **Refusal of Membership.** The Executive Committee shall have the right to refuse or terminate the membership of any person who is deemed to have acted in a way contrary to the interests of the Group.
10. **Use of Funds.** All funds of the Group are to be used for the purposes stated in Clause 1 (including such forms of publicity, publication etc. as are required for this), and for no other purpose. No officer may receive payment in any way, directly or indirectly, except for reimbursement of reasonable expenses. In the event of the dissolution of the Group, any

assets remaining after settlement of debts will not be disbursed to the Executive Committee or Members of the Group, but will be used for a purpose similar to that of the Group to be decided by the outgoing Executive Committee.

11. **Dissolution of the Group.** The Group may only be dissolved by a two-thirds vote in favour at a properly advertised General Meeting.
12. **Amendment of Constitution.** This constitution may be amended only by a resolution carried by a two-thirds majority at a properly advertised General Meeting.